

EXHIBIT

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IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

WOODS & WATER, INC.,

Plaintiff,

v.

**FORJA INTERNATIONAL, INC., and
KOHL'S DEPARTMENT STORES, INC.,**

Defendants.

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CIVIL ACTION NO. CV-04-HS-3076-S

JOINT PROPOSED DISCOVERY PLAN

Plaintiff Woods & Water, Inc. ("Woods & Water"), jointly with Defendants Foria International, Inc. ("Foria") and Kohl's Department Stores, Inc. ("Kohl's"), respectfully submit the following discovery plan:

1. Discovery

All discovery must be commenced in time to be completed by June 24, 2005.

Initial disclosures due on or before January 12, 2005.

Maximum of 30 interrogatories and 40 requests for production, including subparts, by any party to any other party. Responses due 30 days after service.

Maximum of 30 requests for admission, including subparts, by any party to any other party. Responses due 30 days after service.

Maximum of 10 depositions by each party, excluding experts. No deposition shall exceed seven hours unless agreed to by the parties or ordered by the Court.

Reports from retained experts, if any, under Rule 26(a)(2) are due from Plaintiff and Defendants by **March 31, 2005**.

Counter-expert reports from Plaintiff and Defendants, if any, are due by **May 2, 2005**.

Supplementation under Rule 26(c) due within fourteen (14) days of discovery, but no later than 30 days prior to the discovery cut-off.

Parties shall have twenty (20) days after an expert or counter-expert report to depose such expert(s).

2. Other Items

Plaintiff has until **January 31, 2005** to join additional parties and to amend the pleadings.

Defendants have until **February 21, 2005** to join additional parties and to amend the pleadings.

All potentially dispositive motions must be served by **July 25, 2005**.

All parties have agreed to a **ten (10) day** moratorium on discovery to allow for settlement discussions. The usefulness of Alternative Dispute Resolution procedures cannot be evaluated until after the completion of some discovery.

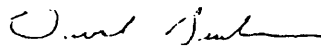
Final lists of trial evidence under Rule 26(a)(3) are due 30 days before trial. Proposed voir dire is also due from each party 30 days before trial.

Parties have 10 days after service of final lists of trial evidence to state objections under Rule 26(a)(3). Motions in limine must also be made at least 10 days before trial.

The case should be ready for trial by **August 29, 2005** and is expected to take approximately three days.

The parties do not want to have this case decided by a Magistrate Judge.

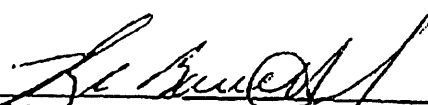
Each party has taken, and is taking, appropriate steps to preserve electronic data in the form of e-mail, sales records, market survey records, and the like.



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